

RECORDATION NO. 25748 FILED

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3-14 PM
SURFACE TRANSPORTATION BOARD

August 1, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of June 24, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Mitsui Rail Capital, LLC 5215 Old Orchard Road Suite 505 Skokie, IL 60077
Lessee:	Lone Star Industries, Inc. (d/b/a Buzzi Unicem USA) 10401 North Meridan Suite 400 Indianapolis, IN 46290

A description of the railroad equipment covered by the enclosed document is:

88 railcars: LCEX 1200 – LCEX 1284

Mr. Vernon A. Williams
August 1, 2005
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Agreement

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written over the closing "yours,".

Robert W. Alvord

RWA/anr
Enclosures

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

mitsui RAIL CAPITAL, LLC
("LESSOR")

RECORDATION NO.

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AND

LONE STAR INDUSTRIES, INC. (d.b.a. Buzzi Unicem USA)
("LESSEE")

SURFACE TRANSPORTATION BOARD

June 24, 2005

Memorandum of a Lease Agreement made and entered into as of June 24, 2005 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("**Lessor**") and Lone Star Industries, Inc. (d.b.a. Buzzi Unicem USA), a Delaware corporation ("**Lessee**").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor 85 3281 cf covered hopper Railcars bearing marks and numbers as follows:

LCEX 1200-1284 (both inclusive)

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Railroad Equipment Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: Mitsui Rail Capital, LLC

By: [Signature]
Title: President
Date: 7/21/2005

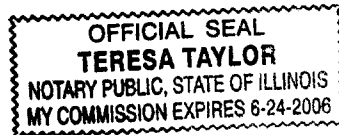
Lessee: Lone Star Industries, Inc.

By: [Signature]
Title: VP Logistics
Date: 6-24-05

STATE OF ILLINOIS

COUNTY OF COOK

On this 26 day of JULY, 2005, before me personally appeared Yasushi Imai, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Teresa Taylor
NOTARY PUBLIC

My commission expires:

STATE OF Indiana

COUNTY OF Hamilton

On this 24 day of June, 2005, before me personally appeared John W. White, to me personally known, who being by me duly sworn, says that he is the V.P. Logistics of Lone Star Industries, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Sharlene Rose-Maners
NOTARY PUBLIC

My commission expires

